

County of Los Angeles CHIEF EXECUTIVE OFFICE

713 KENNETH HAHN HALL OF ADMINISTRATION LOS ANGELES, CALIFORNIA 90012 (213) 974-1101 http://ceo.lacounty.gov

May 13, 2008

Board of Supervisors GLORIA MOLINA First District

YVONNE B. BURKE Second District

ZEV YAROSLAVSKY Third District

DON KNABE Fourth District

MICHAEL D. ANTONOVICH Fifth District

The Honorable Board of Supervisors County of Los Angeles 383 Kenneth Hahn Hall of Administration 500 West Temple Street Los Angeles, CA 90012

Dear Supervisors:

MERGER OF THE 401(K) DEFERRED EARNINGS PLAN INTO THE 401(K) SAVINGS PLAN (ALL DISTRICTS) (3 VOTES)

SUBJECT

The accompanying ordinance and amendment to the Trust Agreement between the County and Wells Fargo, NA will merge the 401(k) Deferred Earnings Plan into the 401(k) Savings Plan and formally terminate the Deferred Earnings Plan.

IT IS RECOMMENDED THAT YOUR BOARD:

Adopt the accompanying ordinance merging the 401(k) Deferred Earnings Plan into the 401(k) Savings Plan effective May 30, 2008; approve the attached amendment to the 401(k) Savings Plan Trust Agreement with Wells Fargo Bank, NA reflecting the merger; and instruct the Chair to sign the amended Trust Agreement.

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION

The County currently operates two separate "401(k)" plans. One is known as the Deferred Earnings Plan, and the other is known as the Savings Plan. The Deferred Earnings Plan is a closed plan that applies to approximately 648 participants consisting primarily of non-management County physicians. The plan has been closed off to new contributions and new participants since 2001. It currently contains approximately \$59 million in accumulated assets.

The Savings Plan applies to most non-represented County employees. The Plan is open to new contributions and new eligible participants on an on-going basis. It currently applies to approximately 12,000 participants with approximately \$1.2 billion in accumulated assets.

In July 2007, your Board approved the extension of the Savings Plan to the aforementioned non-management physicians. With that change and with other actions taken by the Plan Administrative Committees that oversee the day-to-day administration of these plans, there is no longer any justification to maintain two separate 401(k) plans.

The purpose of the recommended action is to merge the Deferred Earnings Plan into the Savings Plan, and to automatically transfer all remaining account balances from the Deferred Earnings Plan to the Savings Plan. This will streamline the administration of these benefits and reduce employee costs for those employees who would otherwise pay two sets of administrative fees for participation in two separate plans.

Implementation of Strategic Plan Goals

The actions recommended in this letter promote workforce excellence by improving employee morale through providing the affected employees an ongoing opportunity to save toward retirement.

FISCAL IMPACT/FINANCING

There is no County cost associated with the administration of the Savings Plan or the Deferred Earnings Plan. The cost to operate each plan is fully paid through monthly participant fees charged to each participant's account. Approval of these recommendations will generate a minor cost of approximately \$5,000 to communicate the merger to approximately 648 employees who are current participants in the Deferred Earnings Plan.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS

The 401(k) plans were initially established for non-represented employees following the County's withdrawal from Social Security in 1982. The Savings Plan was established in 1984, and the Deferred Earnings Plan was established in 1985, specifically for non-management County physicians. Deputy District Attorneys and Deputy Public Defenders were made eligible for the Deferred Earnings Plan in 1989. However, in 1998, your Board took action to extend the Savings Plan to the attorney group. At this point, the Deferred Earnings Plan is essentially limited to the original non-management physician group.

In 1999, the physicians eligible for the Deferred Earnings Plan became represented by the Union of American Physicians and Dentists (UAPD). Following extensive negotiations that ultimately led to impasse, a determination was made that this group of employees was no longer eligible to participate in the Deferred Earnings Plan. Beginning in 2001, newly hired

physicians were not permitted to join the Deferred Earnings Plan, and the existing participants were not permitted to make additional contributions to the Plan. The Plan went into what can be characterized as a "suspended" state where the existing participants continued to have full transactional access to their accounts with respect to the assets that were already there. This included, for example, the ability to move assets within the various available investment options, and the ability to receive permissible distributions.

The Deferred Earnings Plan is essentially a dying plan. As participants leave for retirement, or other reasons, the plan grows ever smaller. Eventually, the number of participants and the asset base will become too small to support the administrative fees that must be paid by the participants. At that point, the plan would be prohibitive for the affected employees.

Savings Plan Extended to Physicians in 2007

In 2003, the physicians voted to decertify their bargaining unit and become non-represented employees once again. In July 2007, your Board opened up the 401(k) Savings Plan on a prospective basis to the entire full-time permanent physician population. This action was part of a Board approved settlement in <u>Union of American Physicians and Dentists (UAPD) v. Los Angeles County Employee Relations Commission, et al.</u> This provided the affected physicians with the opportunity to make new contributions on a going forward basis to the 401(k) Savings Plan. It also provided them with the opportunity to voluntarily move any existing account balances in the Deferred Earnings Plan to the Savings Plan.

Given that the Deferred Earnings Plan and the Savings Plan are both 401(k) plans, assets can be transferred from one plan to the other with no tax consequences to the employees. The physicians with account balances in the Deferred Earnings Plan were encouraged to move their balances to the Savings Plan, to avoid paying two sets of plan administrative fees. As noted above, the costs of administering both 401(k) plans are fully paid for by the participants through the imposition of administrative fees, and participation in two plans means having to pay two sets of fees.

Following your Board's July 2007 action, communications were sent out to the Deferred Earnings Plan participants explaining the asset transfer opportunity. A number of employees acted on this information. However, approximately 316 employees have taken no action thus far to move their account balances into the Savings Plan. Your Boards' approval of these recommendations will force the transfer of these accounts effective May 30, 2008.

Automatic Transfer of Assets

All Deferred Earnings Plan account balances will be automatically transferred to the Savings Plan with the aim of creating the least possible disruption for the affected employees. This change will take place during the period of May 30 through June 5, 2008.

In most cases, the same investment options exist in the Savings Plan as in the Deferred Earnings Plan, and the assets in each case can simply be transferred in-kind to the same fund with no buy or sell transactions of any sort. In the case of two funds, there is no precise counterpart in the Savings Plan. These funds will also be moved in-kind, but frozen in the Savings Plan so that no new contributions may go into them. Otherwise, these funds are fully available for money to be moved out of them at any time at the participant's discretion and within the rules of the Plan. The "Pre-assembled Portfolios" are a slightly different problem. These funds must be liquidated so that an equivalent interest may be purchased in the counterpart Savings Plan options.

The transfer of these accounts will require a "quiet period" from May 30 to June 5, 2008. During this time, Deferred Earnings Plan participants will be unable to receive distributions or access their accounts to make investment changes. With the exception of the Preassembled Portfolios, participant assets will remain invested in the financial markets during the entire quiet period. The Pre-assembled Portfolios will experience a one day "blackout" as the Deferred Earning Plan position is liquidated, and interest in the Savings Plan's Preassembled portfolios is purchased. This will result in the affected participants' assets being out of the market for one day. This is unavoidable.

The current Deferred Earnings Plan participants have been given advance notice of the proposed merger including the details on the quiet period and blackout period. A second follow-up notice will be sent to these individuals following your Board's action on this matter. Attachment I contains copies of these notices.

Other key aspects of the transfer process are as follows:

- Of the 648 affected Deferred Earnings Plan participants, approximately 332 are not currently eligible to make on-going contributions to either 401(k) plan. They were once eligible for the Deferred Earnings Plan, but have changed classes or employment status in a way that renders them ineligible to make future contributions to the Plan. A full-time employee who now works part-time would be an example of this. These individuals can make account transactions with the money they already have in the Deferred Earnings Plan, but they cannot make new contributions. For this group, nothing will change other than their existing account balances will be moved to the Savings Plan.
- Certain reserves for contingencies exist in all of the defined contribution plans.
 Reserves in the Deferred Earnings Plan will be liquidated by equally allocating the
 remaining balance to the accounts of the Deferred Earnings Plan participants currently
 employed by the County immediately prior to the merger. This will affect
 approximately 491 individuals and will provide an average lump sum allocation of
 approximately \$290 per person.

Physicians Now Represented Again

On September 27, 2007, the physicians in question became represented once again by UAPD. We have reached a tentative agreement with UAPD on a successor memorandum of understanding, and, by separate letter, will be submitting the appropriate recommendations to your Board regarding the agreement. However, the tentative agreement we have reached and the memorandum of understanding we will submit will provide that newly hired physicians will be eligible to participate in the 457 Horizons Plan, but not the Savings Plan or Deferred Earnings Plan. This merger, therefore, will affect existing physicians who have been participants in the Deferred Earnings Plan and who, by negotiated agreement, have been "grandfathered" into the Savings Plan. UAPD has been consulted regarding this merger and the recommendations set out in this letter, and has expressed no opposition.

IMPACT ON CURRENT SERVICES (OR PROJECTS)

None. The proposed merger will not increase administrative fees or otherwise have any adverse effect on other County employees or on the 401(k) Savings Plan.

Deferred Earnings Plan assets are currently under trust with Wells Fargo Bank, NA. As the trustee, Wells Fargo is responsible for the safe execution of the participant authorized transactions it receives from the third party administrator. The merger will necessitate an amendment to the existing trust agreement between Wells Fargo, NA and the County. The necessary amendment has been approved as to form by the County Counsel and is attached for the Chair's signature.

The accompanying ordinance authorizes the merger of the Deferred Earnings Plan and Savings Plan, and formally terminates the Deferred Earnings Plan. County Counsel has approved the ordinance as to form.

Respectfully submitted,

WILLIAM T FUJIOKA Chief Executive Officer

WTF:DL WGL:DT:df

Attachments (2)

c: County Counsel
Auditor-Controller
Deferred Earnings Plan Administrative Committee
Savings Plan Administrative Committee
Union of American Physicians and Dentists
Gregg Seller, Great-West Retirement Services

ATTACHMENT I



Mailing Address
County of Los Angeles
c/o Great-West Retirement Services
P.O. Box 173856
Denver, CO 80217-3856
800-947-0845

April 25, 2008

401(K) DEFERRED EARNINGS PLAN MERGER WITH 401(K) SAVINGS PLAN: "QUIET PERIOD" NOTICE

Dear Participant:

The Chief Executive Office shall be recommending to the Board of Supervisors the merger of the County of Los Angeles 401(k) Deferred Earnings Plan (Deferred Earnings Plan) into the County of Los Angeles 401(k) Savings Plan (Savings Plan); whereupon, the Deferred Earnings Plan will cease to exist as a separate plan. This merger will streamline 401(k) plan administration and reduce certain administrative costs. Because both plans are administered through Great-West Retirement Services® (Great-West), you will still be able to access your account through the www.countyla.com Web site or the County of Los Angeles Service Center at (800) 947-0845.¹ Subject to the Board of Supervisor's approval, the transition of your assets from the Deferred Earnings Plan to the Savings Plan will take place starting on May 30, 2008 and ending on approximately June 5, 2008.

Should the Board of Supervisor's authorize the merger, to ensure accurate processing and verification of participant accounts, you will be temporarily unable to conduct activities related to your Deferred Earnings account, including accessing account information, directing the investment of your account, obtaining a loan or requesting a distribution. This period, during which you will be unable to exercise these rights otherwise available under the Plan, is called a "quiet period." Whether or not you are planning retirement in the near future, we encourage you to consider how this quiet period may affect your retirement planning, as well as your overall financial plan.

During the quiet period, you will be unable to direct or diversify the assets held in your individual account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the quiet period. For your long-term retirement security, you should consider the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in one investment option. Keep in mind, though, that some funds have trading restrictions and transfer fees. Please refer to the fund fact sheets available on the Web site at www.countyla.com for additional information.

IMPORTANT DATES²

Please keep these important dates in mind as the Deferred Earnings Plan is merged with the Savings Plan.

May 30, 2008-June 5, 2008-Quiet Period Begins

The Deferred Earnings Plan will close for the transition to the Savings Plan starting at the close of market, 1:00 p.m. Pacific Time, on May 30, 2008, until approximately June 5, 2008. No transactions will be allowed until the end of the guiet period.

IMPORTANT DATES (continued)

May 30, 2008—Fund Mapping

Through a process called "mapping," current balances in the Deferred Earnings Plan will be moved either to the identical investment options in the Savings Plan or, if there are no identical options in the Savings Plan, to the most similar investment options within the Savings Plan to maintain consistency in investment option characteristics. Most of the funds are the same, so most fund balances will be transferred in-kind and will not be out of the market for any time.

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Please note that both the Alliance Bernstein Value Fund and TCW Galileo Select Equities Fund will be frozen under the Savings Plan. This means that your current assets will remain in the fund, with the option to transfer out but you will not be able to transfer any additional monies or direct future contributions to either of these funds.

Unlike the other funds, the Pre-Assembled Portfolios (noted below) are not identical to those in the Savings Plan and cannot be transferred in-kind. The Pre-Assembled Portfolios will be liquidated to purchase the similar Pre-Assembled Portfolios within the Savings Plan effective the following business day. This means that any account balance that you may have in the Pre-Assembled Portfolios will be out of the market and not invested for one business day. If you do not want to have your investments in the Pre-Assembled Portfolios "mapped" in this manner, you must elect to move your account balance out of the Pre-Assembled Portfolios and into other investment options before the close of market, 1 p.m. Pacific Time, on May 30, 2008.

Asset Class	Closing Deferred Earnings Plan Investment Option ³		Mapped to Savings Plan Investment Option ³
Profiles ^{4,5}	Aggressive Pre-Assembled Portfolio*	>	Aggressive Pre-Assembled Portfolio
Profiles ^{4,5}	Moderate Pre-Assembled Portfolio*	>	Moderate Pre-Assembled Portfolio
Profiles ^{4,5}	Conservative Pre-Assembled Portfolio*	▶	Conservative Pre-Assembled Portfolio
International ⁶	MFS Instl International Equity Fund	>	MFS InstI International Equity Fund
Small Cap ⁷	ICM Small Company	>	ICM Small Company
Small Cap ⁷	T. Rowe Price New Horizon	▶	T. Rowe Price New Horizon
Large Cap	Alliance Bernstein Value Fund 4	>	Alliance Bernstein Value Fund⁴ (Frozen Fund)
Large Cap	MainStay ICAP Equity	>	MainStay ICAP Equity
Large Cap	SSGA S&P 500 Flagship Series Fund C4	▶	SSGA S&P 500 Flagship Series Fund C⁴
Large Cap	TCW Galileo Select Equities Fund	>	TCW Galileo Select Equities Fund⁴ (Frozen Fund)
Balanced	Dodge & Cox Balanced Fund	▶	Dodge & Cox Balanced Fund
Bond ⁸	BlackRock Core Bond Portfolio	▶	BlackRock Core Bond Portfolio
Bond ⁸	PIMCO High Yield Fund INST	>	PIMCO High Yield Fund INST
Fixed	City National Bank Fund⁴	>	City National Bank Fund ⁴
Fixed	Stable Value Fund⁴	>	Stable Value Fund⁴

* Fund will be liquidated and will purchase an interest in the new fund effective the following business day.

Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information, you may obtain mutual fund prospectuses and disclosure documents from your registered representative at (800) 947-0845¹ or through the Web site at www.countyla.com. Read them carefully before investing.

Week of June 2, 2008

If a new Savings Plan account is created for you, a letter will be mailed with your new Personal Identification Number⁹ (PIN) so you may access your account through the Web site, www.countyla.com, and the County of Los Angeles Service Center at (800) 947-0845.¹

If you already have an account and a PIN under the Savings Plan, a reminder PIN will be sent including the existing Savings Plan PIN.

June 5, 2008—Quiet Period Ends - All Account Activities Open

Your account will be in the Savings Plan and available for all account activities. All existing account balances will be verified and reconciled. The Web site and the County of Los Angeles Service Center phone system will be fully operational for all transactions.

Late July/Early August 2008

You will receive your Savings Plan statement, showing the transfer from the Deferred Earnings Plan to the Savings Plan as a single transaction type.

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ADDITIONAL INFORMATION

The merger requires the mandatory transfer of all participant accounts from the Deferred Earnings Plan to the Savings Plan. No action is required on your part to initiate this transition. If you have an existing Savings Plan account, your Deferred Earnings Plan assets will be automatically transferred into that account. If you do not have an existing Savings Plan account, one will be automatically created for you to accept your Deferred Earnings Plan assets. In addition, the following key points should be noted:

• Future deferral contributions and matching contributions will be made to the Savings Plan on your behalf *only if* you are employed in an eligible classification and have made a deferral election under the Savings Plan. If you have previously enrolled in the Savings Plan, contributions will be based on your current Savings Plan deferral percentage election.

If you are employed in a classification eligible to participate in the Savings Plan but do not have a Savings Plan account prior to the merger, you may begin ongoing contributions by electing a Savings Plan deferral percentage through the Web site at www.countyla.com. After you've logged in to your Savings Plan account, click on "Change Account", then "Deferral" and follow the steps.

- If you are employed in a classification not eligible to participate in the Savings Plan, your Deferred Earnings
 Plan account will still be transferred into the Savings Plan and you will have all transaction privileges with
 regard to your transferred account balance, but you will not be eligible to make ongoing contributions.
- Any outstanding Deferred Earnings Plan loans will be transferred to your Savings Plan account. Your loan repayment schedule will not be affected by the merger except that payroll deductions will reflect a single 401(k) loan repayment amount.
- If you have a Deferred Earnings Plan distribution scheduled during the quiet period, please contact the County of Los Angeles Service Center at (800) 947-0845. Should you have an account in both the Deferred Earnings Plan and the Savings Plan, your distribution election for the Savings Plan will govern. If you only have an account in the Deferred Earnings Plan, your distribution election will be transferred to the Savings Plan.
- If you have a beneficiary designation on file in both the Deferred Earnings Plan and the Savings Plan, your beneficiary on file for the Savings Plan will prevail. If you only have a beneficiary designation in the Deferred Earnings Plan, your beneficiary on file will be transferred to the Savings Plan.
- After the merger, your account will be charged for administrative fees under the Savings Plan only; you will no longer be charged the administrative fees under the Deferred Earnings Plan. In other words, if you had an account in both the Deferred Earnings Plan and the Savings Plan, you will no longer pay administrative costs for both plans after the merger. The Deferred Earnings Plan administrative fees have been greatly subsidized over the last few years from an expense reserve account in the Plan. Amounts remaining in this expense reserve account will be allocated equally among the accounts of Deferred Earnings Plan participants who are current County employees (subject to certain Internal Revenue Code limits) immediately before the merger.
- If you have a rebalancer or dollar cost average feature established on your Deferred Earnings account, these features will not transfer to the Savings Plan. If you would like to continue your rebalancer or dollar cost average feature, you will need to re-elect the feature under the Savings Plan.

Again, this merger is subject to the Board of Supervisor's approval. A follow-up notice will be mailed to you identifying their final decision. If you have any questions regarding this merger, Great-West representatives will be available to answer questions from 8:00 a.m. to 3:00 p.m. at the following locations on the dates listed:

Martin Luther King/Drew Medical Center 12021 S. Wilmington Ave., Los Angeles First Monday every month in main lobby

Olive View Medical Center 14445 Olive View Dr., Sylmar Fourth Wednesday of each month in cafeteria LAC/USC Main Hospital 1200 N. State St., Los Angeles Second and fourth Friday of each month in cafeteria

Harbor/UCLA Medical Center 1000 W. Carson St., Torrance Second Thursday of each month in elevator lobby

Please visit your Plan's Web site at www.countyla.com and select the "401(k) Savings" tab in the top menu to review the Plan Highlights and investment option information for the Savings Plan. You may also call the County of Los Angeles Service Center with further questions about this notice or the quiet period at (800) 947-0845.

Sincerely,

(Sign within frame for electronic signature conversion)

WILLIAM T FUJIOKA Chief Executive Officer

- 1 Access to the automated voice response system and Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades/maintenance or other reasons.
- 2 These dates are subject to change based on the successful transfer of data and assets by Great-West Retirement Services.
- 3 Transfers of \$10,000 or more into an investment option on a single day must remain invested in that option for a minimum of 10 business days. The last assets transferred into an investment option will be the first assets transferred out of the investment option. After any transfer of assets out of an investment option, no assets may be transferred into that investment option for 30 calendar days. Non-compliant transactions may result in the restriction of a participant's ability to make transfers. Additional information is available on the Web site (www.countyla.com).
- 4 Registration with the Securities and Exchange Commission is not required for these investment options.
- 5 Account balances in the pre-assembled portfolio funds will be automatically rebalanced quarterly to reflect the established portfolio model percentages. Please request a Fund Data Sheet for the composition of the pre-assembled portfolios by contacting the County of Los Angeles Service Center at (800) 947-0845.
- 6 Foreign investments involve special risks, including currency fluctuations and political developments.
- 7 Equity securities of companies with relatively small market capitalization may be more volatile than securities of larger, more established companies.
- 8 A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.
- 9 The account owner is responsible for keeping the assigned PIN confidential. Please contact Great-West Retirement Services immediately if you suspect any unauthorized use.

Securities, when offered, are offered through GWFS Equities, Inc., a wholly owned subsidiary of Great-West Life & Annuity Insurance Company.

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FIRST AMENDMENT TO TRUST AGREEMENT

WHEREAS, the County of Los Angeles ("Employer") and Norwest Bank Colorado, N.A. entered a Trust Agreement for the County of Los Angeles Savings Plan and the County of Los Angeles Deferred Earnings Plan, dated June 11, 1997 ("Agreement");

WHEREAS, Wells Fargo Bank, N.A. succeeded Norwest Bank Colorado, N.A. as trustee under the Agreement ("Trustee"), effective [date];

WHEREAS, Paragraph 10.01 of the Agreement reserves the right of the Employer to amend the Agreement, subject to the approval of the Trustee; and

WHEREAS, the Employer is merging the County of Los Angeles Deferred Earnings Plan into the County of Los Angeles Savings Plan, effective as of May 30, 2008.

NOW THEREFORE, the Agreement is hereby amended, effective as of May 30, 2008, as follows:

- 1. Section 1.02. Establishment of Separate Trusts is hereby deleted in its entirety.
- 2. Section 2.05. <u>Plans</u> is hereby deleted and replaced with the following:
 - "2.05 Plan. County of Los Angeles Savings Plan."
- 3. Article II. <u>Definitions</u> is hereby amended to add the following paragraph:
 - "2.09 Trust. The trust established pursuant to this Agreement."
- 4. Each reference in the Agreement to "Plans" shall be amended and replaced by a reference to "Plan," which reference shall refer to the County of Los Angeles Savings Plan. Each reference to "Trusts" shall be amended and replaced by a reference to "Trust," which reference shall refer to a trust as defined in the Agreement.

IN WITNESS WHEREOF, the County of Los Angeles has caused this First Amendment to the Trust Agreement to be executed as of this 13th day of May, 2008.

ADOPTED
BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

COUNTY OF LOS ANGELES

By:

Name:

HAIR, BOARD OF SUPERVISORS

Title:

D:13.

MAY 1 3 2008

SACHI A. HAMAN EXECUTIVE OFFICER



ATTEST: SACHI A. HAMAI
EXECUTIVE OFFICER
CLERK OF THE BOARD OF SUPERVISORS

Deputy, Deputy

APPROVAL BY WELLS FARGO BANK, N.A.

Wells Fargo Bank, N.A. hereby approves and agrees to the First Amendment to the Trust Agreement, as set forth above, on this Zist day of _______, 2008.

WELLS FARGO BANK, N.A.

By:

Name:

Lestieann C

Title:

VICE President

I hereby certify that pursuant to Section 25103 of the Government Code, delivery of this document has been made.

SACHI A. HAMAI Executive Officer

Clerk of the Board of Supervisors

Deputy